

EXHIBIT 2



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9 [Other Counsel Listed on
 10 Signature Page]

11 Attorneys for Plaintiff
 City of Santa Monica

12 SUPERIOR COURT OF THE STATE OF CALIFORNIA

13 IN AND FOR THE COUNTY OF ORANGE

14 CITY OF SANTA MONICA,)	CASE NO. 01CC04331
15 Plaintiff,)	(Assigned to Judge Sundvold)
16 vs)	NOTICE OF ENTRY OF AMENDED
17)	ORDER
18 SHELL OIL COMPANY; SHELL OIL)	[FILED BY FACSIMILE]
19 PRODUCTS COMPANY; SHELL)	
20 PIPELINE CORPORATION;)	
21 CHEVRON CORPORATION; CHEVRON)	
22 U S A. INC.; CHEVRON PRODUCTS)	
23 COMPANY; ATLANTIC RICHFIELD)	
24 COMPANY; MOBIL OIL CORPORATION;)		Complaint Filed: June 19, 2000
25 EXXON MOBIL CORPORATION; TOSCO)		Transfer Date: April 2, 2001
26 CORPORATION; ULTRAMAR, INC.;)		Trial Date: None
27 TEXACO REFINING AND MARKETING,)		Discovery Cutoff: None
28 INC.; EQUILON ENTERPRISES LLC;)		Hearing Date: December 19, 2003
29 ARCO CHEMICAL COMPANY;)		Time: 9:30 a m
30 LYONDELL CHEMICAL COMPANY;)		Dept: CX - 105
31 EXXON CORPORATION; UNOCAL)		Judge: Honorable Stephen J. Sundvold
32 CORPORATION; EQUILON PIPELINE)		
33 COMPANY LLC; and DOES 1)		
34 through 600, inclusive,)		
35 Defendants.)	



1 TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

2 NOTICE IS HEREBY GIVEN that on January 9, 2004, the above-referenced court granted
3 the motion for determination of good faith settlement of ChevronTexaco Corporation, Chevron
4 U.S.A. Inc., and Chevron Products Company, ExxonMobil Corporation; Shell Oil Company,
5 Shell Oil Products Company, Shell Pipeline Corporation, Equilon Enterprises LLC, Equilon
6 Pipeline Company LLC, and Texaco Refining and Marketing Inc.; Thrifty Oil Co. and Best
7 California Gas, Ltd.

8 A true and correct copy of the Order is attached hereto as Exhibit 1.

9 Dated: January 14, 2004

10 **MILLER & SAWYER**
11 A Professional Corporation

12 By

13 A. CURTIS SAWYER, JR.
14 Attorneys for Plaintiff

15 *Other Counsel:*

16 Marsha Jones Moutrie, #69711
17 City Attorney
18 Joseph Lawrence, #99039
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FILED
SUPERIOR COURT OF CALIFORNIA
COUNTY OF ORANGE
CENTRAL JUSTICE CENTER

JAN - 9 2004

ALAN SLATER, Clerk of the Court
By Nancy Parker

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9 Attorneys for Defendants ChevronTexaco Corporation,
Chevron U.S.A. Inc. and Chevron Products Company

10 [Additional Counsel for Moving Parties On Following Page]

11
12 SUPERIOR COURT OF THE STATE OF CALIFORNIA
13 IN AND FOR THE COUNTY OF ORANGE

14 CITY OF SANTA MONICA,
15 Plaintiff,

16 vs.

17 SHELL OIL COMPANY; SHELL OIL
18 PRODUCTS COMPANY; SHELL
PIPELINE CORPORATION; CHEVRON
CORPORATION; CHEVRON U.S.A. INC.;
CHEVRON PRODUCTS COMPANY;
ATLANTIC RICHFIELD COMPANY;
MOBIL OIL CORPORATION;
EXXONMOBIL CORPORATION; TOSCO
CORPORATION; ULTRAMAR INC.;
TEXACO REFINING AND MARKETING
INC.; EQUILON ENTERPRISES LLC;
ARCO CHEMICAL COMPANY;
LYONDELL CHEMICAL COMPANY;
EXXON CORPORATION; UNOCAL
CORPORATION; EQUILON PIPELINE
COMPANY LLC; and DOES 1 through 600,
inclusive,

26 Defendants

27 AND OTHER CROSS-COMPLAINTS

Case No. 01CC04331
[Assigned for all purposes to the
Honorable Stephen J. Sundvold]

~~PROPOSED~~ AMENDED ORDER ON
MOTION BY CHEVRONTEXACO
CORPORATION; CHEVRON U.S.A.
INC.; CHEVRON PRODUCTS
COMPANY; EXXONMOBIL
CORPORATION; THRIFTY OIL CO.;
BEST CALIFORNIA GAS, LTD.; SHELL
OIL COMPANY; SHELL OIL
PRODUCTS COMPANY; SHELL
PIPELINE CORPORATION, EQUILON
ENTERPRISES LLC; EQUILON
PIPELINE COMPANY LLC; AND
TEXACO REFINING AND MARKETING
INC. FOR DETERMINATION OF GOOD
FAITH SETTLEMENT

Complaint Filed: June 19, 2000
Trial Date: None Set

Hearing Date: December 19, 2003
Time: 9:30 a.m.
Dept: CX-105
Judge: Honorable Stephen J. Sundvold



1 ROY G. WUCHITECH, State Bar No. 54846
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12 Exxon Corporation, and Mobil Oil Corporation
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14 LAW OFFICES OF MARK B. GILMARTIN
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Attorneys for Defendant Shell Oil Company, Shell Oil Products Company, Shell Pipeline
Corporation, Equilon Enterprises LLC, Equilon Pipeline Company LLC and Texaco Refining and
Marketing Inc.



1 The Motion for Determination of Good Faith Settlement of ChevronTexaco Corporation
 2 (formerly Chevron Corporation), Chevron U.S.A. Inc., and Chevron Products Company,
 3 ExxonMobil Corporation; Shell Oil Company, Shell Oil Products Company, Shell Pipeline
 4 Corporation, Equilon Enterprises LLC, Equilon Pipeline Company LLC and Texaco Refining
 5 And Marketing Inc.; Thrifty Oil Co. and Best California Gas, Ltd. (collectively, "Settling
 6 Parties"), came on regularly for hearing by the Court on December 19, 2003. The matters having
 7 been argued and submitted, and good cause being shown,

8 IT IS HEREBY ORDERED that:

9 In accordance with the Court's prior written ruling granting the Settling Parties' Motion,
 10 the Court finds that the Settlement entered into between Plaintiff City of Santa Monica and
 11 Settling Parties is in good faith pursuant to California Code of Civil Procedure sections 877 and
 12 877.6 and that Settling Parties, and each of them, are entitled to protection from contribution and
 13 equitable indemnity claims as provided in California Code of Civil Procedure sections 876 and
 14 877.6. The Court further finds that the settlement value agreed upon by the Settling Parties and
 15 the City of Santa Monica is reasonable and, accordingly, assigns a value of three hundred twelve
 16 million, eight hundred and fifty thousand dollars (\$312,850,000) to the Settlement.

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DATED:

JAN 9 2004

Honorable Stephen J. Sundvold

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1-LA/751745.1

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[PROPOSED] AMENDED ORDER ON MOTION FOR DETERMINATION OF GOOD FAITH SETTLEMENT

PROOF OF SERVICE

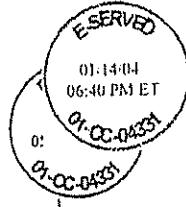
I am employed in the County of Los Angeles, California. I am over the age of 18, and not a party to the within action. My business address is 300 South Grand Avenue, Twenty-Second Floor, Los Angeles, CA 90071-3132. On January 7, 2004, I caused to be served the following documents in this action: [PROPOSED] AMENDED ORDER ON MOTION BY CHEVRONTEXACO CORPORATION; CHEVRON U.S.A. INC.; CHEVRON PRODUCTS COMPANY; EXXONMOBIL CORPORATION; THRIFTY OIL CO.; BEST CALIFORNIA GAS, LTD.; SHELL OIL COMPANY; SHELL OIL PRODUCTS COMPANY; SHELL PIPELINE CORPORATION, EQUILON ENTERPRISES LLC; EQUILON PIPELINE COMPANY LLC, AND TEXACO REFINING AND MARKETING INC. FOR DETERMINATION OF GOOD FAITH SETTLEMENT

BY VERILAW: True and correct copies of the foregoing documents were electronically served on counsel of record on January 7, 2004, by means of transmitting the documents to Verilaw in accordance with the Court's Case Management Order for Electronic Service.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on January 7, 2004, at Los Angeles, California.

Victoria L. Rader
Victoria L. Rader

Victoria L. Rader



PROOF OF SERVICE

I am employed in the County of Los Angeles, California. I am over the age of 18, and not a party to the within action. My business address is 300 South Grand Avenue, Twenty-Second Floor, Los Angeles, CA 90071-3132. On January 14, 2004, I caused to be served the following documents in this action: **AMENDED ORDER ON MOTION BY CHEVRONTEXACO CORPORATION; CHEVRON U.S.A. INC.; CHEVRON PRODUCTS COMPANY; EXXONMOBIL CORPORATION; THRIFTY OIL CO.; BEST CALIFORNIA GAS, LTD.; SHELL OIL COMPANY; SHELL OIL PRODUCTS COMPANY; SHELL PIPELINE CORPORATION, EQUILON ENTERPRISES LLC; EQUILON PIPELINE COMPANY LLC; AND TEXACO REFINING AND MARKETING INC. FOR DETERMINATION OF GOOD FAITH SETTLEMENT**

BY VERILAW: True and correct copies of the foregoing documents were electronically served on counsel of record on January 14, 2004, by means of transmitting the documents to Verilaw in accordance with the Court's Case Management Order for Electronic Service.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on January 14, 2004, at Los Angeles, California.

Teresa L. Rader

Victoria L. Rader



PROOF OF SERVICE

I, the undersigned, declare that I am, and was at the time of service of the paper(s) herein referred to, over the age of 18 years and not a party to this action. My business address is 1651 Response Road, Second Floor, Sacramento, CA 95815, which is located in the county in which this mailing occurred.

4 On January 14, 2004, I served: **NOTICE OF ENTRY OF AMENDED ORDER** on the
5 following persons or parties by placing a true copy thereof in a sealed envelope, showing the
6 interested parties in this action by placing true copies thereof enclosed in sealed envelopes
addressed as stated on the attached service list, as follows:

7 | BY MAIL:

I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. Under that practice, it would be deposited in the U S Postal Service on that same day with postage thereon fully prepaid at Sacramento, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

11 BY PERSONAL SERVICE:

I caused to be delivered such envelope by hand to the offices of the addressee.

BY FEDERAL EXPRESS OR OVERNIGHT COURIER

13 BY TELECOPIER

14 BY TELECOPIER
I served by facsimile as indicated on the attached service list.

X BY ELECTRONIC SERVICE SYSTEM VIA VERILAW TECHNOLOGIES

15 BY ELECTRONIC SERVICE SYSTEM VIA VERILAW TECHNOLOGIES
I caused the above-described document to be served by having a copy of the same
16 posted on the Verilaw website, in accordance with the Court's Order governing electronic
service of filings in this matter.

18 I declare under penalty of perjury under the laws of the State of California and the
United States of America that the foregoing is true and correct.

19 Executed on January 14, 2004, at Sacramento, California.


CHRISTINA HISE

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<p>1 Fred Baron, Esq 2 Scott Summy, Esq. 3 Ann Cole, Esq 4 Celeste Evangeliste, Esq. 5 BARON & BUDD, P.C. 6 3102 Oak Lawn Avenue, Suite 1100 7 Dallas, Texas 75219-4281</p> <p>8 Marsha Jones Moutrie, Esq. 9 Joseph Lawrence, Esq 10 CITY OF SANTA MONICA 11 1685 Main Street 12 Santa Monica, CA 90401-3295</p> <p>13 Victor M. Sher, Esq 14 Sher & Leff 15 450 Mission Street, 5th Floor 16 San Francisco, CA 94105</p> <p>17 Ronald L. Olson, Esq 18 Stephen M. Kristovich, Esq. 19 Munger, Tolles & Olson LLP 20 355 S. Grand Avenue 21 Thirty-Fifth Floor 22 Los Angeles, CA 90071-1560</p> <p>23 Roy G. Wuchitech, Esq. 24 Sheppard, Mullin, Richter & Hampton 25 333 South Hope Street, 48th Floor 26 Los Angeles, CA 90071-1448</p> <p>27 Elizabeth J. Hacgelin, Esq 28 Howrey, Simon, Arnold & White 29 550 South Hope Street, Suite 1400 30 Los Angeles, CA 90071-2604</p> <p>31 David Richman, Esq 32 Stephan, Oringher, Richman & Theodora 33 2029 Century Park East, 6th Fl 34 Los Angeles, CA 90067</p> <p>35 Tracie Renfroe, Esq 36 Bracewell & Patterson 37 711 Louisiana Street, Suite 2900 38 Houston, TX 77002</p> <p>39 Ward L. Benshoof, Esq. 40 Peter A. Nyquist, Esq. 41 Weston, Benshoof, Rochefort, et al 42 333 South Hope Street, 16th Floor 43 Los Angeles, CA 90071</p>	<p>Attorneys for Defendants Shell Oil Co., Shell Oil Products Co., Shell Pipeline Corp., Equilon Enterprises LLC, and Equilon Pipeline Company LLC</p> <p>Attorneys for Defendants Exxon Mobil Corporation, Exxon and Mobil</p> <p>Attorneys for Defendants Mobil Oil Corp., Exxon Mobil Corp. and Exxon Corp</p> <p>Attorneys for Defendant Ultramar, Inc.</p> <p>Attorney for Defendant Ultramar, Inc.</p> <p>Attorneys for Defendant Unocal Corporation (Union Oil Company of California)</p>
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<p>1 Marc M. Seltzer, Esq. David C Marcus, Esq Susman Godfrey, LLP 1901 Avenue of the Stars, Ste 950 Los Angeles, CA 90067</p> <p>4 H. Lee Godfrey, Esq. Vineet Bhatia Susman Godfrey, LLP 1000 Louisiana, Ste 5100 Houston, TX 77002-5096</p> <p>7 Alan J Hoffman, Esq. Blank, Rome, Comsiky & McCauley One Logan Square Eighteenth and Cherry Street Philadelphia, Pennsylvania 19103-6998</p> <p>10 David Schrader, Esq. Andrea Ordin, Esq Morgan, Lewis & Bockius 300 South Grand Avenue, 22nd Floor Los Angeles, CA 90071-3132</p> <p>13 D. Terrell Sherman, Esq. Chevron Products Co. Law Dept 6001 Bollinger Canyon Road San Ramon, CA 94583-2398</p> <p>16 Matthew T Heartney, Esq Stephanie M Bonnett, Esq Arnold & Porter 777 South Figueroa Street, 44th Floor Los Angeles, CA 90017-5844</p> <p>19 Beth S. Dorris, Esq. McKenna & Cuneo LLP 444 South Flower Street, Suite 749 Los Angeles, CA 90071</p> <p>22 Jon D Anderson, Esq Gregory M. Saylin, Esq. Latham & Watkins 650 Town Center Drive, Suite 2000 Costa Mesa, CA 92626-1925</p> <p>25 Jon Tisdale, Esq. Samantha M. Ball, Esq. Gilbert, Kelly, Crowley & Jennett LLP 1200 Wilshire Boulevard, Sixth Floor Los Angeles, CA 90017-1908</p> <p>28</p>	<p>Attorneys for Defendants ARCO Chemical Company and Lyondell Chemical Co.</p> <p>Attorneys for Defendants ARCO Chemical Company and Lyondell Chemical Co.</p> <p>Attorneys for Defendant ARCO Chemical Co.</p> <p>Attorneys for Defendants Chevron Corp., Chevron USA, Inc. and Chevron Products Company</p> <p>Attorneys for Defendant Atlantic Richfield Co.</p> <p>Attorneys for Defendant Atlantic Richfield Co.</p> <p>Attorneys for Defendant Tosco Corporation</p> <p>Attorneys for Defendant Tosco Corporation</p>
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